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Attorneys at Law • Focused on Finance®

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RECORDATION NO. 18973-J **FILED**

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SURFACE TRANSPORTATION BOARD

January 3, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No. 42-C

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Equipment Trust Agreement (No. 42-C), dated as of January 3, 2012, between Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), not in its individual capacity but solely as owner trustee (the "*Owner Trustee*"), and Wells Fargo Bank, National Association (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 42-C) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Lease*") between the Owner Trustee and TTX Company and (b) Equipment Trust Agreement (No. 42-C) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*") between the Owner Trustee and the Security Trustee, copies of which (or evidence thereof) were previously filed under Recordation Numbers 18973 and 18973-B respectively. Please also note that the enclosed document relates to the Termination of Lease (No. 42-C), dated as of January 3, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

Chapman and Cutler LLP

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111
Attention: Corporate Trust Services

Security Trustee: Wells Fargo Bank, National Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111
Attention: Corporate Trust Services

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 245 railcars as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust Agreement (No. 42-C).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Ed Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-2977.

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis
August J. Francis

AJF/dk
Enclosures

SCHEDULE 1
LEASE NO. 42-C

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427260 - 427262 427264 427287 - 427292	10
Four-unit double stack well car - DTTX	NSC	430116 - 430119	4
Single unit double stack well car - DTTX	GUNDERSON	456463 - 456499 456501	38
Five-unit articulated double stack well car - DTTX	THRALL	720218 - 720223 720250 - 720254 720256 - 720258	14
Five-unit all purpose articulated spine car - TTAX	TRINITY	553696 - 553698 553700 - 553710 553712 - 553714 553825 - 553832 553912 - 553913 553915 - 553932 553934 - 553944 553946 553961 - 553979 554023 - 554032 554034 - 554036	89
Five-unit all purpose articulated spine car - TTAX	JAC	653932 - 653933 653966 - 653975 654037 - 654038 654040 - 654056 654059 654120 - 654138 654208 - 654230 654288 - 654294 654296 - 654304	90
TOTAL			<u>245</u>

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427293	1
Five-unit articulated double stack well car - DTTX	THRALL	720255	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553699 553711 553914 553933 553945 554033	6
Five-unit all purpose articulated spine car - TTAX	JAC	653934 654039 654287 654295	4
TOTAL			<hr/> 12 <hr/>

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**TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-C)
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-C) is made and entered into as of January 3, 2012 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 42-C) with TTX Company dated as of September 8, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordation Number 18973. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 42-C) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordation Number 18973-B.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: Megan C. Giamalakis
Name: Megan C. Giamalakis
Title: Vice President

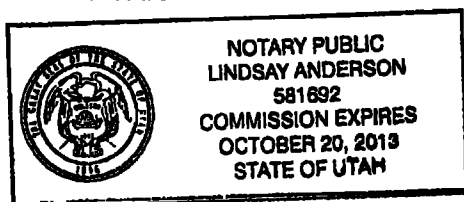
WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Security Trustee

By: Megan C. Giamalakis
Name: Megan C. Giamalakis
Title: Vice President

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 20th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Megan C. Giamalakis, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



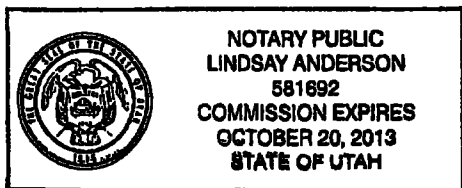
(SEAL)

Lindsay Anderson
Name: Lindsay Anderson
Notary Public
My Commission Expires: 10/20/2013
Residing in Salt Lake

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 20th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Megan C. Giamalakis, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Lindsay Anderson
Name: Lindsay Anderson
Notary Public
My Commission Expires: 10/20/2013
Residing in Salt Lake

EXHIBIT A
LEASE No. 42-C

PURCHASED RAILCARS

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TOTAL			245

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Five-unit all purpose articulated spine car - TTAX	JAC	653934 654039 654287 654295	4
TOTAL			<hr/> 12 <hr/>

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 1/3/12

Edward M Luria
Edward M. Luria